

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CMC II, LLC,¹

Debtors.

Chapter 11

Case No. 21-10461 (JTD)

(Jointly Administered)

Related Docket Nos. 54, 83, 97 and 105

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) SCHEDULING A
HEARING TO CONSIDER APPROVAL OF THE SALE OF SUBSTANTIALLY ALL OF
THE SKILLED NURSING FACILITY ASSETS OWNED BY DEBTORS 207
MARSHALL DRIVE OPERATIONS LLC AND 803 OAK STREET OPERATIONS LLC,
AND THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS AND UNEXPIRED LEASES, (II) APPROVING CERTAIN BIDDING
PROCEDURES, ASSUMPTION AND ASSIGNMENT PROCEDURES, AND THE FORM
AND MANNER OF NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF**

I, Robert A. Weber, counsel for the debtors and debtors-in-possession (the “**Debtors**”),
hereby certify as follows:

1. On March 11, 2021, the Debtors filed the *Motion of Debtors for Entry of Orders (I)(A) Establishing Bidding Procedures for the Sales of the SNF Assets and Manager and Remaining Assets; (B) Establishing Procedures Relating to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, Including Notice of Proposed Cure Amounts; (C) Approving Form and Manner of Notice; (D) Scheduling a Hearing to Consider any Proposed Sale; and (E) Granting Certain Related Relief; and (II)(A) Approving Sales of the SNF Assets and Manager and Remaining Assets; (B) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith; and (C) Granting Related*

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: CMC II, LLC (6973), Salus Rehabilitation, LLC (4037), 207 Marshall Drive Operations LLC (8470), 803 Oak Street Operations LLC (3900), Sea Crest Health Care Management, LLC (2940), and Consulate Management Company, LLC (5824). The address of the Debtors’ corporate headquarters is 800 Concourse Parkway South, Maitland, Florida 32751.

Relief [Docket No. 54]. The Motion sought, among other things, approval for a sale hearing and combined schedule for the sale of the SNF Assets and the Manager and Remaining Assets (as such terms are defined in the Motion).

2. Objections, including limited objections, were filed to the Motion by a number of parties. Although the Debtors were able to resolve certain objections consensually, others remained extant, and hearings were held on the Motion on April 15, 2021 and April 16, 2021 (the “**Hearings**”).

3. At the Hearings, this Court approved the relief sought, subject to certain revisions ordered by the Court, including, among other things, the separation of the sale hearings and bidding procedures for the SNF Assets and the Manager and Remaining Assets. The sale hearings have thus been scheduled for June 2, 2021 (for the SNF Assets) and August 3, 2021 (for the Manager and Remaining Assets).

4. Following the Hearings, on April 19, 2021, the Debtors circulated proposed revised forms of the bidding procedures order, bidding procedures, sale notice, and contract assumption notice and procedures for the SNF Assets (collectively, the “**SNF Sale Procedures**”) to counsel for the objecting parties. Comments were received from various of the objecting parties over the following days, including comments that the Debtors believe went beyond what the Court ruled at the Hearings, however, the Debtors did accept various comments from the objecting parties that the Debtors thought were appropriate.

5. Revised forms of the SNF Sale Procedures were circulated to counsel for the objecting parties on April 26, 2021. Thereafter, additional comments were received from various of the objecting parties.

6. Once again, the Debtors accepted certain comments from the objecting parties that the Debtors thought were appropriate but declined to accept other comments that the Debtors believe went beyond what the Court ruled at the Hearings. On April 28, 2021, the Debtors circulated to all objecting parties further revised marked copy of the proposed SNF Sale Procedures that reflect the comments of the parties that the Debtors believe are appropriate in light of the Court's rulings.

7. The Debtors believe that the proposed revised SNF Sale Procedures submitted with this Certification of Counsel fairly reflect the Court's rulings at the Hearings and the changes that the Debtors have agreed to make to resolve objections and comments received. The Debtors further believe that entry of the proposed order approving the revised SNF Sale Procedures is necessary and appropriate at this time, and that the continued passage of time without an entered order approving the same will harm the Debtors and their estates and could cause a need to reschedule the June 2, 2021 sale hearing for the SNF Assets.

8. Accordingly, attached hereto as **Exhibit A1-5** are clean copies of the proposed revised bidding procedures order (the "**Order**") and, as exhibits thereto, the bidding procedures, sale notice, and contract assumption notice and procedures for the SNF Assets sale. Attached as **Exhibits B1-5** are blacklines against the versions filed with the Motion.

WHEREFORE, the Debtors respectfully request that the Court enter the Order attached hereto as **Exhibit A** at its earliest convenience.

[SIGNATURE TO FOLLOW]

Dated: April 29, 2021
Wilmington, Delaware

CHIPMAN BROWN CICERO & COLE, LLP

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